

**ARTICLES OF MERGER****MERGING PARKER DRILLING OFFSHORE COMPANY  
WITH AND INTO  
HERCULES OFFSHORE CORPORATION**

FILED  
In the Office of the  
Secretary of State of Texas  
JUL 31 1998  
Corporations Section

**TO THE SECRETARY OF STATE OF THE STATE OF TEXAS:**

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, **PARKER DRILLING OFFSHORE COMPANY**, a corporation organized under the laws of the State of Delaware and the sole stockholder of **HERCULES OFFSHORE CORPORATION**, a corporation organized under the laws the State of Texas, hereby executes the following articles of merger:

1. Name of Parent: **Parker Drilling Offshore Company**, a corporation organized under the laws of the State of Delaware  
Name of Subsidiary: **Hercules Offshore Corporation**, a corporation organized under the laws of the State of Texas
2. **Parker Drilling Offshore Company**, the parent, owns 18,034,384 shares, representing 100% of the outstanding capital stock of **Hercules Offshore Corporation**, the subsidiary.
3. The Board of Directors of **Parker Drilling Offshore Company** (the "Company") adopted the following resolutions by unanimous written consent dated July 1, 1998:

WHEREAS, the Board of Directors has determined that it is in the best interest of the Company for the Company to merge with and into its wholly-owned subsidiary **Hercules Offshore Corporation** ("HOC");

NOW, THEREFORE, BE IT RESOLVED, that effective July 31, 1998, the Company shall merge with and into HOC (the "Merger") with HOC being the survivor of the Merger;

FURTHER RESOLVED, that upon consummation of the Merger, the outstanding stock of HOC held by the Company shall be distributed to the sole shareholder of the Company upon surrender of any certificates therefor; and

RESOLVED FURTHER, that the officers of the Company be and they are hereby authorized, empowered and directed to do and perform all such acts and things, and execute all such documents, as they may deem necessary, desirable and proper in order to consummate the Merger contemplated under

these Resolutions and to carry out the intent and purpose of the foregoing Resolutions.

4. The surviving corporation will be responsible for the payment of all fees and franchise taxes as required by law, and will be obligated to pay such fees and franchise taxes if not timely paid.

5. The Effective Time of the Merger shall be 12:10 a.m., C.D.T. on July 31, 1998, or, if later, at such time as a Certificate of Ownership and Merger shall have been filed with the Secretary of State of the State of Delaware and Articles of Merger shall have been filed in the offices of the Secretary of State of the State of Texas (the "Effective Time").

Dated: July 27, 1998

**PARKER DRILLING OFFSHORE COMPANY**

By James J. Davis  
James J. Davis, President

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